

1 Matthew G. Ball (SBN 208881)

Matthew.Ball@klgates.com

2 **KIRKPATRICK & LOCKHART PRESTON GATES ELLIS LLP**

3 55 Second Street, Suite 1700

San Francisco, CA 94105

4 Telephone: (415) 882-8200

Facsimile: (415) 882-8220

5 Judith H. Ramseyer, (admitted *pro hac vice*)

6 Judith.ramseyer@klgates.com

7 Philip Guess (SBN 168133)

philg@klgates.com

8 **KIRKPATRICK & LOCKHART PRESTON GATES ELLIS LLP**

9 925 Fourth Avenue, Suite 2900,

Seattle, WA, 98104-1158

10 Telephone: (206) 623-7580

Facsimile: (206) 623-7022

11 Attorneys for Defendants

12 GENE HENSLEY, DAVID HERRICK,

JOHN HENLEY, PEGGY FRY and

13 JOHN McCONNELL

14 **UNITED STATES DISTRICT COURT**
15 **NORTHERN DISTRICT OF CALIFORNIA**

16 CLARKE and REBECCA WIXON and
17 NORMAN and BARBARA WIXON, on
18 behalf of themselves and all others similarly
situated,

Plaintiffs,

19 v.

20 WYNDHAM RESORT DEVELOPMENT
21 CORP. (f/k/a Trendwest Resorts, Inc.),
22 GENE HENSLEY, DAVE HERRICK,
JOHN HENLEY, PEGGY FRY, and JOHN
McCONNELL,

23 Defendants.
24

No. C 07-02361 JSW

~~[PROPOSED]~~
ORDER GRANTING IN PART AND
DENYING IN PART PLAINTIFFS'
ADMINISTRATIVE MOTION TO
SEAL DOCUMENTS

25 ~~[PROPOSED]~~ ORDER GRANTING IN
26 PART AND DENYING IN PART
PLAINTIFFS' ADMIN. MOTION TO
SEAL DOCUMENTS - 1

Case No. C 07-02361 JSW

KIRKPATRICK & LOCKHART
PRESTON GATES ELLIS LLP
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WASHINGTON 98104-1158
TELEPHONE: (206) 623-7580
FACSIMILE: (206) 623-7022

1 Plaintiffs have filed an Administrative Motion to File Under Seal Exhibits 6, 7, 8, 9,
2 12, and 14 to the Declaration of Elizabeth C. Pritzker, filed in opposition to the Director
3 Defendants' motion to dismiss. The Court issued an Order to Show Cause on February 11,
4 2008, requiring Defendants to submit a declaration in response to Plaintiffs' motion no later
5 that February 15, 2008, which they have done. The numbers of the exhibits at issue were
6 inadvertently misstated in both Plaintiffs' motion and the Court's order to show cause, and the
7 correct exhibit numbers for which sealing is requested are 7, 8, 9, 10, 12, and 14. Having
8 reviewed all documents filed in support of and opposition to the motion and the records and
9 files herein, the Court finds and rules as follows:

10 Director Defendants have no objection to Exhibits 7, 8, 9, 10, and 14 to the Pritzker
11 declaration being filed in the open record, and withdraw the confidential designation affixed
12 to Exhibit 14. Plaintiffs have filed deposition transcripts without all exhibits, and any
13 remaining exhibits are not before the Court on Plaintiffs' motion. Accordingly, Plaintiffs'
14 motion is denied as to Exhibits 7, 8, 9, 10, and 14 and the documents shall be filed in the open
15 court record. Plaintiffs shall file electronic versions of these exhibits within five (5) days of
this Order.

16 Exhibit 12 is a document produced by defendant Wyndham Resort Development
17 Corporation ("WRDC"). WRDC designated the document confidential and maintains the
18 confidentiality of that document. WRDC has submitted the declaration of Dorothy Lyon
19 describing, among other things, the confidential nature of the contents of Exhibit 12, the
20 economic harm that would befall WRDC if the confidential contents were disclosed, and the
21 measures WRDC has taken to maintain the confidentiality of Exhibit 12.

22 After having reviewed the parties' declarations, the Court finds that certain portions of
23 Exhibit 12 contain commercially sensitive information and trade secrets. *See* Cal. Civ. Code
24 § 3426.1(d). The Court further finds that WRDC has taken reasonable measures to maintain

25 [PROPOSED] ORDER GRANTING IN
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SEAL DOCUMENTS - 2

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KIRKPATRICK & LOCKHART
PRESTON GATES ELLIS LLP
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SEATTLE, WASHINGTON 98104-1158
TELEPHONE: (206) 623-7590
FACSIMILE: (206) 623-7022

1 the contents of Exhibit 12, and that if Exhibit 12 were disclosed to the public in its entirety,
2 WRDC would likely suffer significant economic harm. *See* Fed. R. Civ. P. 26(c)(7); *Foltz v.*
3 *State Farm Mut. Auto Ins. Co.*, 331 F.3d 1122 (9th Cir. 2003). Additionally, disclosure of the
4 commercially sensitive information contained in Exhibit 12 is not warranted under
5 circumstances such as these, where the sensitive information is not relevant to Plaintiffs'
6 argument in favor of jurisdiction and is not being offered on the merits of the litigation. *See*
7 *Phillips v. Byrd*, 307 F.3d 1206 (9th Cir. 2002). Attached to the Declaration of Dorothy Lyon
8 is a redacted version of Exhibit 12, which this Court finds to be narrowly tailored to protect
9 only the confidential portions of Exhibit 12 and does not redact those matters for which
10 Plaintiffs cite to that document. Plaintiffs shall file a redacted version of Exhibit 12, as
redacted in the Lyon Declaration, within five days.

11 Accordingly, Plaintiffs' motion is denied in part as to Exhibits 7, 8, 9, 10, and 14,
12 which shall be filed in the open court record, and granted in part as to Exhibit 12. The
13 redacted version of Exhibit 12 provided by defendants shall be filed in the open court record,
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25 **[PROPOSED] ORDER GRANTING IN**
26 **PART AND DENYING IN PART**
PLAINTIFFS' ADMIN. MOTION TO
SEAL DOCUMENTS - 3

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PRESTON GATES ELLIS LLP
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FACSIMILE: (206) 623-7022

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2 and the unredacted Exhibit 12 shall remain sealed.

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4 **IT IS SO ORDERED.**

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6 Dated: February 20, 2008.

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9 Presented by:

10 **KIRKPATRICK & LOCKHART**
11 **PRESTON GATES ELLIS LLP**

12 By /s/ Matthew G. Ball

13 Judith H. Ramseyer

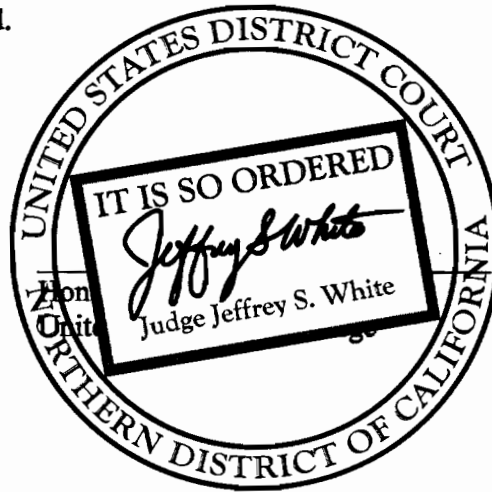
14 Matthew G. Ball

Philip M. Guess

15 Attorneys for Defendants Gene Hensley,
16 John Henley, David Herrick, Peggy Fry,
17 and John McConnell
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25 **[PROPOSED] ORDER GRANTING IN**
26 **PART AND DENYING IN PART**
PLAINTIFFS' ADMIN. MOTION TO
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